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November 5, 1999

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-5015

Re: Amendment to Application of Second Century Communications, Inc. for
a Certificate of Public Convenience and Necessity to Provide Competing
Local and Interexchange Telecommunications Services in the State of
Tennessee, Docket No. 99-00632

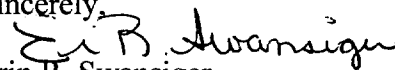
Dear Mr. Waddell,

Pursuant to the request of the Tennessee Regulatory Authority's ("TRA's") letter of September 14, 1999, enclosed please find an original and thirteen (13) copies of additional information provided by 2nd Century Communications, Inc. ("2nd Century") to supplement its above-referenced application. This application was filed with the TRA on August 27, 1999.

With the permission of staff, 2nd Century has have revised certain exhibits to the above-referenced application to conform to the TRA's request for further information. These exhibits are appended hereto. Due to the confidential and proprietary nature of the information contained in **Exhibits G and K** are submitted in a *under seal* in an envelope marked "*confidential*." The remainder of the requested information is set forth as Attachment 1 to this letter.

Please feel free to contact the undersigned if you have any questions.

Sincerely,


Erin R. Swansiger

Enclosures

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ATTACHMENT 1

2ND CENTURY COMMUNICATIONS, INC.CLARIFICATION REQUESTS FROM THE TENNESSEE REGULATORY AUTHORITY

OCTOBER 25, 1999

1. Provide information regarding location of switches, i.e. cities; how the network will be deployed, and the type of equipment proposed.

Response:

As stated in para. 11 of the Application, 2nd Century's switches will be located in Nashville initially, and, eventually, in the surrounding communities identified in para. 11 and in areas throughout the entire state of Tennessee where the TRA has authorized competitive local exchange carriers to provide service. The network will be deployed as stated in para. 16 of the Application. Specifically, 2nd Century will deploy its local network in Tennessee using a combination of its own Convergent Integrated Communications Switches ("ICS'"), together with the transmission facilities and leased lines of underlying local exchange carriers. 2nd Century intends to collocate its ICS' in the end offices of other competitive local exchange carriers. 2nd Century will provide resold interexchange services in Tennessee by reselling the underlying facilities of MCI WorldCom. The type of equipment that 2nd Century intends to deploy -- ICS' -- is set forth in para. 16 of the Application. Specific accessories to the ICS are identified in ***Exhibit G*** to the Application.

2. Provide the cost of proposed network, switches, or unbundled network elements ("UNEs").

Response:

These costs are set forth in ***Exhibit G*** to the Application. A revised ***Exhibit G*** is appended to these clarification requests. Due to the confidential and proprietary nature of the financial information contained in this document, ***Exhibit G*** is contained in a *sealed* envelope, marked confidential, and appended to this Attachment.

3. Provide details of the funding for its proposed network such as equipment purchases or payment for UNEs. The description of the funding could include internally generated funds (cash or marketable securities), letters of credit, loan commitment or vendor credit.

All funding for 2nd Century's proposed network in Tennessee will be provided to the Company by its holding company parent, 2nd Century Communications Holdings, Inc., ("2nd Century Holding"), which receives capital from private entities that are the primary shareholders of 2nd Century Holding. A Letter of Guarantee from 2nd Century Holding to 2nd Century Communications, for purposes of funding the Company's Tennessee operations, is provided as

Exhibit K to the Application and appended hereto. Due to the confidential and proprietary nature of the financial information contained in this document, **Exhibit K** is contained in a *sealed* envelope, marked confidential, and appended to this Attachment.

4. Applicant should provide a three (3) year capital budget outlining what specific equipment will be deployed, where it will be deployed, and its cost. This information should be for the Tennessee operations.

Response:

Please see **Exhibit G** and response to Question 2 herein.

5. Accomplish intraLATA toll dialing parity by means other than automatically assigning toll customers to itself or any other carrier (FCC Order 96-333). The carrier must give a customer the option of selecting another carrier and provide a list to the customer if the customer requests it. If the customer still does not make a selection, then the customer must be "No PIC'd."

Response:

Please see **Exhibit I**, IntraLATA Toll Dialing Parity Plan of 2nd Century Communications, Inc. ("Plan.") This plan has been amended to include the above-referenced language.

6. State whether a PIC change charge waiver period is proposed and if so for how long. What will be the PIC Change Charge? Will there be a PIC Change Charge?

Response:

Please see **Exhibit I**, IntraLATA Toll Dialing Parity Plan of 2nd Century Communications, Inc. ("Plan.") This plan has been amended to include the PIC Change Charge and PIC change charge waiver.

7. A wireline Activity Report should be submitted to the TRA on a monthly basis for CLECs providing voice grade service.

Response:

A statement to this effect is contained in para. 24 of the Application originally filed with the TRA on August 27, 1999.

8. Does 2nd Century require customer deposits? If so, what is the amount required? If a deposit is required, is 2nd Century bonded for the amount of the deposit?

Response:

No, 2nd Century will not require Customer deposits.

In addition to the above-referenced responses, 2nd Century wishes to add the following statement as **Section VIV** of its Application to demonstrate further that approval of its Application is in the public interest:

VIV. PUBLIC INTEREST

26. Approval of this Application is in the public interest because 2nd Century is well-qualified – technically, managerially, and financially – to serve the Tennessee public as a facilities-based and resold local exchange carrier. Moreover, permitting 2nd Century to provide the services described in this Application will expand local service options for customers in Tennessee, and will increase competition in Tennessee by expanding the diversity of suppliers and competition within the local exchange telecommunications market -- without any adverse impact on the Commission's goals of universal service and affordable telecommunications services for the residents of Tennessee.

27. 2nd Century's participation in the market for local exchange telecommunications services in Tennessee will promote consumer choice by expanding the availability of innovative, high quality, reliable and competitively-priced telecommunications services. Approval of this Application also is likely to compel other local telecommunications providers to improve their existing services, increase the quality and efficiency of their operations, and introduce innovative new services of their own. Moreover, the addition of 2nd Century to the Tennessee telecommunications market makes it probable that consumers of telecommunications services in Tennessee will receive the benefits of downward pressure on prices, improved customer responsiveness, and access to increasingly advanced telecommunications technology.

EXHIBIT I

INTRALATA TOLL DIALING PARITY PLAN

INTRALATA TOLL DIALING PARITY PLAN OF
2ND CENTURY COMMUNICATIONS INC.

OCTOBER 25, 1999

2nd CENTURY COMMUNICATIONS INC. ("2nd Century") hereby respectfully files this IntraLata Toll Dialing Parity Plan ("Plan") in conformity with the Tennessee Regulatory Authority's ("TRA's") *Order Approving the IntraLATA Toll Dialing Parity Implementation Plan*, Docket No. 99-00346 (Oct. 1, 1999), and the Federal Communications Commission's ("FCC") Order in *Implementation of the Local Competition Provisions of the Telecommunications Act of 1996, Petition of Southwestern Bell Telephone Company, Pacific Bell, and Nevada Bell for Expedited Declaratory Ruling on Interstate IntraLATA Dialing Parity or, in the Alternative, Various Other Relief*, CC Docket No. 096-98, NSD File No. 98-121 (rel. Mar. 23, 1999) ("Dialing Parity Implementation Order"). This Plan sets forth 2nd Century's proposal for providing intraLATA parity within the State of Tennessee for customers subscribing to 2nd Century's services.

APPLICABILITY: This plan for providing dialing parity is intended to apply to all dial-tone lines provisioned by 2nd Century in the State of Tennessee.

AVAILABILITY: 2nd Century will provide full 2-PIC dialing parity in all exchanges in each LATA in which 2nd Century provides services in Tennessee. A list of the specific exchanges that will be served by 2nd Century in Tennessee is appended hereto as Attachment 1.

IMPLEMENTATION DATE: Following the TRA's approval of its Application for a Certificate of Public Convenience and Necessity to provide competing local and interexchange

telecommunications services in the State of Tennessee (“Application”), to which this Plan is appended as ***Exhibit I***, 2nd Century will implement this Plan so that it will be in place prior to the time that 2nd Century begins the provision of service to Customers in Tennessee.

METHODOLOGY: 2nd Century will provide full 2-PIC (intraLATA and interLATA toll) dialing parity, allowing 2nd Century’s new and existing customers to pre-subscribe to one carrier for all interLATA calls, and to the same or another carrier for all intraLATA toll calls. A maximum of one interLATA interexchange carrier (“IXC”) and one intraLATA IXC may be selected.

TECHNICAL IMPLEMENTATION: 2nd Century will offer dialing parity for all toll calls. Each Customer requesting local exchange service from 2nd Century will be given the opportunity to affirmatively select a presubscribed carrier of the Customer’s own choosing for intraLATA toll and interexchange toll calls. This will allow a Customer to presubscribe to its preferred carrier for intraLATA toll calls, and to the same or a different carrier for interLATA toll calls, be it 2nd Century or another preferred carrier.

BUSINESS PRACTICES: 2nd Century will comply fully with the TRA’s and the FCC’s rules and policies for initiating, submitting, processing and verifying Customer PIC selections. 2nd Century will ensure that all Customers are aware that they have a choice of intraLATA, as well as interLATA, toll carriers. After each Customer is given an opportunity to affirmatively select an intraLATA and interLATA toll carrier, the Customer will be able to verify its selection, at any time, by dialing a toll-free number.

2nd Century will respond to Customer requests for information about other intraLATA carriers in a competitively-neutral fashion. To this end, 2nd Century will maintain a list of available toll carriers and keep it updated, and will process a customer’s PIC change to a toll

carrier other than 2nd Century in the same fashion and in the same time frames as a request to presubscribe to itself. 2nd Century will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC selections.

By way of background, as part of its business plan, 2nd Century contracts with strategic channel partners, such as local phone interconnect and local area network (“LAN”) system integration companies, or customer premises equipment (“CPE”) vendors, to sell its services to the Company’s target market of small-to-medium-sized businesses. These “channel partners” function largely as third party sales agents for 2nd Century, as well as, at times, for other local exchange carriers, whose services add value to the agent’s core product offering of selling and maintaining telephone systems to groups of Customers.

In response to each request for 2nd Century’s services, a 2nd Century sales engineer or third party agent will inform the Customer that 2nd Century will presubscribe the Customer’s toll service to both the intraLATA and the interLATA toll carrier(s) of the Customer’s choice. 2nd Century will ensure that *all* Customers have signed contracts with the Company, and that separate Letters of Authorization (“LOAs”) are routinely obtained where Customers of other carriers choose to purchase 2nd Century’s local and long distance services. It is the policy of 2nd Century to have both the channel partner and a Company sales engineer present at the Customer’s premises for the purpose of informing the customer, in person, of the Company’s specific service offerings, as well as to address any questions that the Customer may have, and to install the Company’s Customer Premises Equipment (“CPE”) for the Customer.

When a Customer signs a contract for service with 2nd Century, the Customer is given the opportunity to affirmatively sign a letter of authorization with three (3) *separate* lines of service authorization: (1) the first, to authorize its local telephone service to be switched to 2nd Century;

and/or (2) the second, to authorize its intraLATA toll telephone service to be switched to 2nd Century or another preferred carrier; and (3) the third, to authorize its interLATA toll service to be switched to 2nd Century or another preferred carrier. In this way, the Customer knows that a choice can be made among carriers. The channel partner is instructed to accept signatures only from those individuals having the appropriate authority to bind the Customer to the contract.

The Company believes that its unique policies of ensuring that authorized Customers *personally* sign up for the Company's service in the presence of a qualified agent able to answer their questions regarding the contract or authorizations or the service expected to be provided will successfully preempt the impermissible switching of a Customer's telecommunications services, and will comply fully with both state and federal dialing parity regulations.

NETWORK INFORMATION: All originating intraLATA traffic initially will be routed via BellSouth's end office switch/access tandem. Through switch translations, 2nd Century will hand-off intraLATA toll traffic to BellSouth for termination.

DIALING PLAN: The following matrix outlines the proposed routing of calls by 2nd Century:

0	2nd Century local and Toll Operator Service.
1+10 digits	Direct-dial to presubscribed intraLATA Toll Provider or interLATA Toll Provider (depending on 10-digit number dialed).
0+10 digits	Dial to presubscribed intraLATA Toll Provider or interLATA Toll Provider Operator Service (depending on 10 digit number dialed).
1010xxx +1+10 digits	Dial-around presubscribed intraLATA or interLATA Toll Provider to direct-dial to alternate Toll Provider (identified by code used in xxx portion of dialing request).

PRESUBSCRIPTION INFORMATION

GENERAL APPLICATION: 2nd Century will neither initiate nor accept presubscription requests except in accordance with the rules prescribed by the FCC in 47 C.F.R. §§ 64.1100, 64.1150 and 64.1160, and any additional rules enacted by the TRA.

ASSIGNMENT OF NO-PIC: If a new Customer or Customer ordering an additional line does not select a service package that includes 2nd Century's long distance service, the Customer's long distance service will not default to 2nd Century or to any other carrier. Instead, under such circumstances, the Customer will be assigned a "NO-PIC" and will be required to make use of the services of dial-around carriers for its long distance needs (*i.e.* the Customer will have to dial an access code to make intraLATA toll calls).

FREE PRESUBSCRIPTION SELECTION PERIOD: The Company has no existing customers at this time. New Customers or Customers ordering a second line from 2nd Century will have an opportunity to select an intraLATA toll carrier at the time their service order is placed. If a

Customer cannot decide upon an intraLATA toll carrier at this time, they will be assigned a NO-PIC designation, and will have thirty (30) days from the date they order local exchange service from 2nd Century to select an intraLATA toll carrier. Customers may make their selection either by contacting the Company or the intraLATA toll carrier directly. The Customer's initial free PIC selection must be made within the thirty (30) days of subscribing to the Company's service. Customers may make only one (1) free selection during this period.

PIC CHANGE CHARGE: After the end of the grace period, there will be a \$5.00 PIC-change charge for each PIC change requested. This charge will be waived for one time only during the initial grace period referenced herein.

PIC FREEZE OPTION: At this time, a PIC-freeze option is not available to Customers of 2nd Century.

MARKETING OF PIC FREEZES: 2nd Century will not market intraLATA PIC freezes within the initial thirty (30) day grace period.

PIC FREEZE REMOVAL: As stated herein, 2nd Century will not offer a PIC-freeze option at this time. In the event that 2nd Century chooses to offer a PIC-freeze in the future, it will comply fully with the FCC's procedures for lifting PIC-freezes, as set forth in 47 C.F.R. §64.1190(e), and will accept three-way calls with Customers and submitting carriers to remove PIC-freezes in situations where a Customer's prescribed intraLATA toll carrier has been frozen. Where a Customer has not frozen its intraLATA PIC choice, 2nd Century will accept changes initiated by any method approved by the FCC and/or the TRA.

CARRIER INFORMATION

Competing interexchange carriers ("IXCs") will have the option of offering intraLATA service only or both intraLATA and interLATA service to 2nd Century's customers. Such carriers will have the option of participating in any of 2nd Century's local calling areas. 2nd Century follows industry standard procedures for the transport of long distance traffic, both intraLATA and interLATA, via the carrier notification process. To the extent that an interexchange carrier ("IXC") requires a contract for the transport of intraLATA traffic, 2nd Century will explore entering into such a contract. 2nd Century will not participate in billing disputes between alternative competing IXCs or intraLATA toll carriers and the customers of such carriers.

COST RECOVERY PLAN: At this point, and given the fact that 2nd Century is not yet operational outside of the State of Florida (where it has only been providing telecommunications services on an interim basis since June, 1999), the Company has no cost recovery plan in place. All dialing parity costs eventually recovered by 2nd Century will be competitively-neutral, in accordance with the guiding principles set forth in the FCC's *Dialing Parity Implementation Order*, and will conform to any specific cost-requirements or allocators for dialing parity that may be established by the T.R.A.

STATEMENT OF COMPLIANCE: 2nd Century will comply fully with all rules of the FCC and the TRA regarding intraLATA toll dialing parity and slamming. 2nd Century in no way will restrict or interfere with the ability of its subscribers to access alternative providers of intraLATA and interLATA toll services. 2nd Century's intraLATA toll dialing parity policies will be kept up-to-date.

CONCLUSION: 2nd Century respectfully requests that the TRA approve its proposed plan for providing intraLATA toll dialing parity in the State of Tennessee.

ATTACHMENT 1

LIST OF EXCHANGES TO BE SERVED BY 2ND CENTURY

Nashville
Springfield
Greebrier
Pleasantview
Ashland City
Fairview
Franklin
Nolensville
Lavergne
Mt. Juliet
Old Hickory
Hendersonville
Goodletsville
Kingston Springs

EXHIBIT K

STATEMENT OF FINANCIAL GUARANTEE

[CONFIDENTIAL AND PROPRIETARY – FILED UNDER SEAL]